

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KLX Energy Services Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction
of Incorporation or Organization)

36-4904146

(I.R.S. Employer
Identification No.)

**3040 Post Oak Boulevard, 15th Floor
Houston, Texas**

(Address of Principal Executive Offices)

77056

(Zip Code)

**SECOND AMENDED AND RESTATED KLX ENERGY SERVICES HOLDINGS, INC.
LONG-TERM INCENTIVE PLAN**
(Full title of the plan)

Max L. Bouthillette
Executive Vice President, General Counsel, Chief Compliance Officer and Secretary
3040 Post Oak Boulevard, 15th Floor
Houston, Texas 77056

(Name and address of agent for service)

(832) 844-1015

(Telephone number, including area code, of agent for service)

Copies to:

Sarah K. Morgan
Katherine Terrell Frank
Vinson & Elkins L.L.P.
845 Texas Avenue, Suite 4700
Houston, Texas 77002
(713) 758-2222

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act").

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering the offer and sale of an additional 1,320,000 shares of common stock, \$0.01 par value per share (the “Common Stock”) of KLX Energy Services Holdings, Inc., a Delaware corporation (the “Registrant”), that may be issued pursuant to the Second Amended and Restated KLX Energy Services Holdings, Inc. Long-Term Incentive Plan (as amended from time to time, the “Plan”).

Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of the Form S-8 registration statements previously filed with the Securities and Exchange Commission (the “Commission”) on September 13, 2018 (File No. 333-227321) and February 16, 2021 (File No. 333-253151). The additional shares of Common Stock registered pursuant to this Registration Statement was authorized pursuant to an amendment and restatement to the Plan that was approved by the Registrant’s stockholders at the Registrant’s annual meeting held on May 10, 2023.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant will send or give to all participants in the Plan the document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Commission under the Securities Act. In accordance with Rule 428, the Registrant has not filed such document(s) with the Commission, but such document(s) (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	<u>Amended and Restated Certificate of Incorporation of KLX Energy Services Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q, filed on September 8, 2020, File No. 001-38609).</u>
4.2	<u>Fourth Amended and Restated Bylaws of KLX Energy Services Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on September 9, 2021, File No. 001-38609).</u>
4.3	<u>Second Amended and Restated KLX Energy Services Holdings, Inc. Long-Term Incentive Plan (Amended and Restated as of March 8, 2023) (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on May 15, 2023, File No. 001-38609).</u>
5.1*	<u>Opinion of Vinson & Elkins L.L.P.</u>
23.1*	<u>Consent of Deloitte & Touche LLP.</u>
23.2*	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1 to this Registration Statement).
24.1*	Power of Attorney (included in the signature page of this Registration Statement).
107.1*	<u>Calculation of Filing Fee Table.</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 9, 2023.

KLX ENERGY SERVICES HOLDINGS, INC.

By: /s/ Max L. Bouthillette
Name: Max L. Bouthillette
Title: Executive Vice President, General Counsel, Chief Compliance Officer and Secretary

Each person whose signature appears below appoints Christopher J. Baker and Max L. Bouthillette, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any Registration Statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated below on June 9, 2023.

Signatures

Title

/s/ Christopher J. Baker
Christopher J. Baker

President, Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Keefer M. Lehner
Keefer M. Lehner

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ Geoffrey C. Stanford
Geoffrey C. Stanford

Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)

/s/ Dag Skindlo
Dag Skindlo

Chairman of the Board of Directors

/s/ John T. Collins
John T. Collins

Director

/s/ Gunnar Eliassen
Gunnar Eliassen

Director and Chairman of the Nominating and Corporate
Governance Committee

/s/ Thomas P. McCaffrey
Thomas P. McCaffrey

Director

/s/ Corbin J. Robertson, Jr.
Corbin J. Robertson, Jr.

Director and Chairman of the Compensation Committee

/s/ John T. Whates
John T. Whates

Director and Chairman of the Audit Committee

Calculation of Filing Fee Table

Form S-8 Registration Statement Under The Securities Act Of 1933 (Form Type)

KLX Energy Services Holdings, Inc. (Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule (3)	Amount Registered (1)(2)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.01 par value per share	Rule 457(c) and Rule 457(h)	1,320,000	\$8.70	\$11,484,000	\$110.20 per \$1,000,000	\$1,265.54
Total Offering Amounts					\$11,484,000		\$1,265.54
Total Fee Offsets							—
Net Fee Due							\$1,265.54

- (1) The Form S-8 registration statement to which this Exhibit 107.1 is attached (the "Registration Statement") registers 1,320,000 shares of common stock, \$0.01 par value per share (the "Common Stock"), of KLX Energy Services Holdings, Inc., a Delaware corporation, that may be delivered with respect to awards under the Second Amended and Restated KLX Energy Services Holdings, Inc. Long-Term Incentive Plan (as amended from time to time, the "Plan"), which shares consist of shares of Common Stock reserved and available for delivery with respect to awards under the Plan and additional shares of Common Stock that may again become available for delivery with respect to awards under the Plan pursuant to the share counting, share recycling and other terms and conditions of the Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), the Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the adjustment or anti-dilution provisions of the Plan.
- (3) The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of Common Stock covered by this Registration Statement have been estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of a share of Common Stock as reported on the NASDAQ Global Market on June 2, 2023 (a date within five business days prior to the date of filing the Registration Statement), which was equal to \$8.70.

June 9, 2023

KLX Energy Services Holdings, Inc.
3040 Post Oak Boulevard, 15th Floor
Houston, Texas 77056

Ladies and Gentlemen:

We have acted as counsel for KLX Energy Services Holdings, Inc., a Delaware corporation (the “Company”), in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer and sale of up to an aggregate of 1,320,000 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), pursuant to the Company’s registration statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission on June 9, 2023, which Shares may be issued from time to time in accordance with the terms of the Second Amended and Restated KLX Energy Services Holdings, Inc. Long-Term Incentive Plan (as amended from time to time, the “Plan”).

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.
Vinson & Elkins L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 9, 2023 relating to the financial statements of KLX Energy Services Holdings, Inc., appearing in the Annual Report on Form 10-K of KLX Energy Services Holdings, Inc. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Houston, Texas

June 9, 2023